

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

|   |   |                        |
|---|---|------------------------|
| J. MICHAEL CHARLES; MAURICE W.                | ) | C. A. NO. 05-702 (SLR) |
| WARD, JR.; and JOSEPH I. FINK, JR., on        | ) | (Lead Case)            |
| behalf of themselves and all others similarly | ) |                        |
| situated,                                     | ) |                        |
|   | ) |                        |
| Plaintiffs,                                   | ) |                        |
|   | ) |                        |
| v.  | ) |                        |
|   | ) |                        |
| PEPCO HOLDINGS, INC; CONECTIV, and            | ) |                        |
| PEPCO HOLDINGS RETIREMENT PLAN,               | ) |                        |
|   | ) |                        |
| Defendants.                                   | ) |                        |

**DECLARATION OF A. ZACHARY NAYLOR  
IN SUPPORT OF PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

A. Zachary Naylor declares under penalty of perjury as follows:

1. I am an attorney-at-law duly admitted in the State of Delaware and a member of the bar of this Court. I submit this declaration, upon personal knowledge, in support of Plaintiffs' Motion for Class Certification.

2. Attached hereto as Exhibit 1 is a true and correct copy of a document produced by the defendants in this action.

3. Attached hereto as Exhibit 2 is a true and correct copy of a document produced by the defendants in this action.

4. Attached hereto as Exhibit 3 is a true and correct copy of a document produced by the defendants in this action.

5. Attached hereto as Exhibit 4 is a true and correct copy of the complaint in *Troup v. Pepco Holdings, Inc.*, No. 06-00010(SLR).

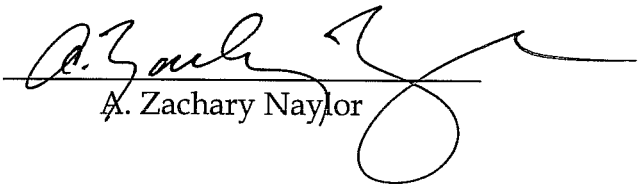
6. Attached hereto as Exhibit 5 is a true and correct copy of a document produced by plaintiff J. Michael Charles in this action.

7. Attached hereto as Exhibit 6 is the Declaration of James R. Malone, Jr., who is appearing *pro hac vice* on behalf of the plaintiffs.

8. Attached hereto as Exhibit 7 is a biography of Chimicles & Tikellis LLP, which provides the Court with background on the attorneys representing the plaintiffs in this action.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 11<sup>th</sup> day of January 2007 at Wilmington, Delaware.

  
A. Zachary Naylor